

JUL 09 '09

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HELM FINANCIAL CORPORATION

SURFACE TRANSPORTATION BOARD

505 Sansome Street, Suite 1800 • San Francisco, CA 94111

415/398-4510

FAX 415/398-4818

www.hlmx.com

June 9, 2009

Anne K. Quinlan, Esq.
 Acting Secretary
 Surface Transportation Board
 395 E Street S.W.
 Washington, D.C. 20423-0001

RE: Partial Termination of Security Agreement dated as of June 3, 2009 ("Partial Termination"), by Credit Suisse ("Credit Suisse"), as the Collateral Agent for the Secured Parties (as defined in the Guarantee and Collateral and Intercreditor Agreement dated as of July 8, 2005) for the benefit of Orient Express Acquisition Company ("MergerCo"); Long Haul Holding Corp., ("Holdings"); Helm Financial Corporation ("HFC") and The Subsidiary Loan Party Helm Locomotive Leasing Corporation (collectively, together with MergerCo, Holdings and the Borrowers, the "Loan Parties")

Dear Acting Secretary Quinlan:

On behalf of the Loan Parties, Helm Financial Corporation submits for esiling and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

One (1) fully-executed original of the above-referenced Partial Termination.

In connection with the recording of the Partial Termination, please note the following information:

Name and Address of Helm: Helm Financial Corporation
 505 Sansome Street, Suite 1800
 San Francisco, CA 94111

Name and Address of Credit Suisse: Credit Suisse
 Eleven Madison Avenue
 New York, NY 10010-3629

Equipment: 464 Mill Gondola Railcars
 CR 585310-609193 (Not Sequential); HLMX 609116, 609193;
 NS 194270-194598 (Not Sequential).

Please record this Partial Termination as a supplemental agreement to STB Recordation No. 25701 filed on July 8, 2005 at 3:20 PM. The filing fee of \$41.00 is to be applied to our account.

Summary: Partial Termination of Security Agreement dated as of April 9, 2009, by Credit Suisse ("Credit Suisse"), as the Collateral Agent for the Secured Parties (as defined in the Guarantee and Collateral and Intercreditor Agreement dated as of July 8, 2005) for the benefit of Orient Express Acquisition Company ("MergerCo"); Long Haul Holding Corp., ("Holdings"); Helm Financial Corporation ("HFC") and The Subsidiary Loan Party Helm Locomotive Leasing Corporation (collectively, together with MergerCo, Holdings and the Borrowers, the "Loan Parties") for 464 mill gondola railcars; CR 585310-609193 (Not Sequential); HLMX 609116, 609193; NS 194270-194598 (Not Sequential), to be filed as a supplemental agreement to STB Recordation No. 25701.

Yours truly,

Sharon L. Van Fossan
 Supervisor Contract Administration

\svf
 Attachment

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**PARTIAL TERMINATION OF
SECURITY INTEREST**

SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination") is dated as of June 3, 2009, and is made by **CREDIT SUISSE** ("Credit Suisse"), as the Collateral Agent ("Collateral Agent") for the Secured Parties (as defined in the GCIA described below), for the benefit of **ORIENT EXPRESS ACQUISITION COMPANY**, a California corporation ("MergerCo"); **LONG HAUL HOLDING CORP.**, a Delaware corporation ("Holdings"); **HELM FINANCIAL CORPORATION**, a California corporation ("HFC"); and the Subsidiary Loan Party **HELM LOCOMOTIVE LEASING CORPORATION** (collectively, together with MergerCo, Holdings and the Borrowers, the "Loan Parties").

1. Recitals. HFC owns the rail equipment bearing the Association of American Railroads reporting marks and numbers as described in Exhibit A attached hereto (the "Units"). HFC has granted to the Collateral Agent a security interest in substantially all of its assets now owned or hereafter acquired, upon the terms and conditions provided in that certain Memorandum of Guarantee and Collateral and Intercreditor Agreement dated as of July 8, 2005, between the Loan Parties and the Collateral Agent (the "Memorandum"), as filed with the Surface Transportation Board of the Department of Transportation ("STB") on July 8, 2005 at 3:20 p.m. under Recordation No. 25701. The Memorandum was executed in connection with that certain Guarantee and Collateral and Intercreditor Agreement (the "GCIA") dated as of July 8, 2005, among the Loan Parties, the Collateral Agent, Credit Suisse, as TLB/RC Agent (as defined therein) and Credit Suisse, as TLC Agent (as defined therein).

HFC intends to sell the Units to a third party (the "Sale") and desires that such Sale shall be free and clear of any lien or security interest of the Collateral Agent. Accordingly, HFC requests the Collateral Agent to terminate the lien and security interest in the Units created by the Memorandum and the GCIA.

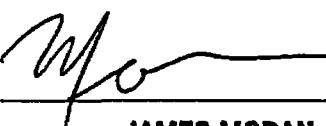
2. Representation. HFC hereby represents and warrants to the Collateral Agent that the Sale and the application of the proceeds thereof comply with the terms of the GCIA and each of the Credit Agreements (as defined in GCIA).

3. Partial Release and Termination. The Collateral Agent hereby forever releases any and all liens and security interests in the Units granted to it under the Memorandum and the GCIA. All such liens and security interests in the Units shall be forever terminated and shall be null and void upon the filing of this Partial Termination with the STB. The release of liens and security interests hereunder is made without recourse to, or representation or warranty by, the Collateral Agent.

This Partial Termination shall have no effect on the Collateral Agent's lien and security interest in any Collateral other than the Units, and said lien and security interest in such other Collateral is hereby reaffirmed.

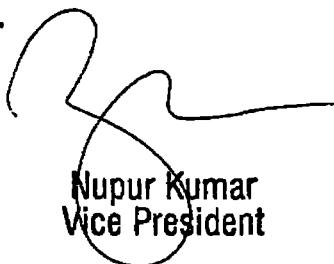
IN WITNESS WHEREOF, pursuant to due authority, the Collateral Agent has executed this Partial Termination of Security Interest as of the date first above written.

**CREDIT SUISSE, Cayman Islands Branch,
as Administrative Agent and Collateral Agent.**

By: _____ 

Print Name: _____ **JAMES MORAN**
MANAGING DIRECTOR

Its: _____



Nupur Kumar
Vice President

STATE OF NEW YORK)
) S.S.
COUNTY OF NEW YORK)

On June 5, 2009, before me, Marjorie E. Bull, personally
appeared James Moran, Managing Director of CREDIT SUISSE,
Cayman Islands Branch.

personally known to me -OR-

proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they
executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

MARJORIE E. BULL
NOTARY PUBLIC, State Of New York
No. C1EU6U55282
Qualified In New York County
Commission Expires February 20, 2011


SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF NEW YORK)
COUNTY OF NEW YORK)
) S.S.
)

On June 5, 2009, before me, Marjorie E. Bull, personally
appeared Nupur Kumar, Vice President of CREDIT SUISSE,
Cayman Islands Branch.

personally known to me -OR-

proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they
executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

MARJORIE E. BULL
NOTARY PUBLIC, State Of New York
No. 01BU6055282
Qualified In New York County
Commission Expires February 20, 2011


SIGNATURE OF THE NOTARY

[Notarial Seal]

EXHIBIT A

To the PARTIAL TERMINATION OF SECURITY INTEREST dated as of June 3, 2009

THE UNITS

Description of the Units: Four hundred sixty-four (464) 100-ton mill gondola railcars.

Mark	Number	Mark	Number	Mark	Number	Mark	Number	Mark	Number	Mark	Number
1	CR 585310	51	CR 609104	101	CR 609155	151	NS 194270	201	NS 194329	251	NS 194380
2	CR 585314	52	CR 609105	102	CR 609156	152	NS 194271	202	NS 194330	252	NS 194381
3	CR 585315	53	CR 609106	103	CR 609157	153	NS 194272	203	NS 194331	253	NS 194382
4	CR 585317	54	CR 609107	104	CR 609158	154	NS 194273	204	NS 194332	254	NS 194383
5	CR 585321	55	CR 609108	105	CR 609159	155	NS 194274	205	NS 194333	255	NS 194384
6	CR 585323	56	CR 609109	106	CR 609160	156	NS 194275	206	NS 194334	256	NS 194385
7	CR 585324	57	CR 609110	107	CR 609161	157	NS 194276	207	NS 194335	257	NS 194386
8	CR 585326	58	CR 609111	108	CR 609162	158	NS 194277	208	NS 194336	258	NS 194387
9	CR 585328	59	CR 609112	109	CR 609163	159	NS 194278	209	NS 194337	259	NS 194388
10	CR 585336	60	CR 609113	110	CR 609164	160	NS 194279	210	NS 194338	260	NS 194389
11	CR 585403	61	CR 609114	111	CR 609165	161	NS 194280	211	NS 194339	261	NS 194390
12	CR 585404	62	CR 609115	112	CR 609166	162	NS 194281	212	NS 194340	262	NS 194391
13	CR 585406	63	CR 609117	113	CR 609167	163	NS 194282	213	NS 194341	263	NS 194392
14	CR 585407	64	CR 609118	114	CR 609168	164	NS 194283	214	NS 194342	264	NS 194393
15	CR 585409	65	CR 609119	115	CR 609169	165	NS 194284	215	NS 194343	265	NS 194394
16	CR 585410	66	CR 609120	116	CR 609170	166	NS 194285	216	NS 194344	266	NS 194395
17	CR 585411	67	CR 609121	117	CR 609171	167	NS 194286	217	NS 194345	267	NS 194396
18	CR 585412	68	CR 609122	118	CR 609172	168	NS 194287	218	NS 194346	268	NS 194397
19	CR 585413	69	CR 609123	119	CR 609173	169	NS 194288	219	NS 194347	269	NS 194399
20	CR 585414	70	CR 609124	120	CR 609174	170	NS 194289	220	NS 194348	270	NS 194400
21	CR 585415	71	CR 609125	121	CR 609175	171	NS 194292	221	NS 194349	271	NS 194401
22	CR 585416	72	CR 609126	122	CR 609176	172	NS 194293	222	NS 194350	272	NS 194402
23	CR 585417	73	CR 609127	123	CR 609177	173	NS 194294	223	NS 194351	273	NS 194403
24	CR 585418	74	CR 609128	124	CR 609178	174	NS 194295	224	NS 194352	274	NS 194404
25	CR 585419	75	CR 609129	125	CR 609179	175	NS 194297	225	NS 194353	275	NS 194405
26	CR 585420	76	CR 609130	126	CR 609180	176	NS 194298	226	NS 194354	276	NS 194406
27	CR 596000	77	CR 609131	127	CR 609181	177	NS 194299	227	NS 194355	277	NS 194407
28	CR 596001	78	CR 609132	128	CR 609182	178	NS 194300	228	NS 194356	278	NS 194408
29	CR 596002	79	CR 609133	129	CR 609183	179	NS 194301	229	NS 194357	279	NS 194409
30	CR 596003	80	CR 609134	130	CR 609184	180	NS 194303	230	NS 194358	280	NS 194410
31	CR 596004	81	CR 609135	131	CR 609185	181	NS 194304	231	NS 194359	281	NS 194411
32	CR 596005	82	CR 609136	132	CR 609186	182	NS 194306	232	NS 194360	282	NS 194412
33	CR 596006	83	CR 609137	133	CR 609187	183	NS 194307	233	NS 194361	283	NS 194413
34	CR 596037	84	CR 609138	134	CR 609188	184	NS 194309	234	NS 194362	284	NS 194414
35	CR 596008	85	CR 609139	135	CR 609190	185	NS 194310	235	NS 194363	285	NS 194416
36	CR 596009	86	CR 609140	136	CR 609191	186	NS 194311	236	NS 194364	286	NS 194417
37	CR 596010	87	CR 609141	137	CR 609192	187	NS 194312	237	NS 194365	287	NS 194418
38	CR 596011	88	CR 609142	138	CR 609194	188	NS 194313	238	NS 194366	288	NS 194419
39	CR 596012	89	CR 609143	139	CR 609195	189	NS 194314	239	NS 194367	289	NS 194420
40	CR 596013	90	CR 609144	140	CR 609196	190	NS 194315	240	NS 194368	290	NS 194421
41	CR 596014	91	CR 609145	141	CR 609197	191	NS 194317	241	NS 194369	291	NS 194422
42	CR 596015	92	CR 609146	142	CR 609198	192	NS 194318	242	NS 194370	292	NS 194423
43	CR 596016	93	CR 609147	143	CR 609199	193	NS 194319	243	NS 194371	293	NS 194424
44	CR 596017	94	CR 609148	144	CR 609200	194	NS 194320	244	NS 194372	294	NS 194425
45	CR 596018	95	CR 609149	145	CR 609201	195	NS 194321	245	NS 194373	295	NS 194426
46	CR 596019	96	CR 609150	146	CR 609202	196	NS 194322	246	NS 194374	296	NS 194427
47	CR 609100	97	CR 609151	147	CR 609203	197	NS 194324	247	NS 194376	297	NS 194428
48	CR 609101	98	CR 609152	148	CR 609204	198	NS 194325	248	NS 194377	298	NS 194429
49	CR 609102	99	CR 609153	149	HLMX 609116	199	NS 194327	249	NS 194378	299	NS 194430
50	CR 609103	100	CR 609154	150	HLMX 609193	200	NS 194328	250	NS 194379	300	NS 194431

SCHEDULE A - Continued

Mark	Number										
301	NS 194432	328	NS 194462	357	NS 194490	385	NS 194518	413	NS 194540	441	NS 194574
302	NS 194433	330	NS 194463	358	NS 194491	386	NS 194519	414	NS 194547	442	NS 194575
303	NS 194434	331	NS 194464	359	NS 194492	387	NS 194520	415	NS 194548	443	NS 194576
304	NS 194435	332	NS 194465	360	NS 194493	388	NS 194521	416	NS 194549	444	NS 194578
305	NS 194436	333	NS 194466	361	NS 194494	389	NS 194522	417	NS 194550	445	NS 194579
306	NS 194437	334	NS 194467	362	NS 194495	390	NS 194523	418	NS 194551	446	NS 194580
307	NS 194438	335	NS 194468	363	NS 194496	391	NS 194524	419	NS 194552	447	NS 194581
308	NS 194439	336	NS 194469	364	NS 194497	392	NS 194525	420	NS 194553	448	NS 194582
309	NS 194440	337	NS 194470	365	NS 194498	393	NS 194526	421	NS 194554	449	NS 194583
310	NS 194441	338	NS 194471	366	NS 194499	394	NS 194527	422	NS 194555	450	NS 194584
311	NS 194442	339	NS 194472	367	NS 194500	395	NS 194528	423	NS 194556	451	NS 194585
312	NS 194443	340	NS 194473	368	NS 194501	396	NS 194529	424	NS 194557	452	NS 194586
313	NS 194444	341	NS 194474	369	NS 194502	397	NS 194530	425	NS 194558	453	NS 194587
314	NS 194445	342	NS 194475	370	NS 194503	398	NS 194531	426	NS 194559	454	NS 194588
315	NS 194446	343	NS 194476	371	NS 194504	399	NS 194532	427	NS 194560	455	NS 194589
316	NS 194447	344	NS 194477	372	NS 194505	400	NS 194533	428	NS 194561	456	NS 194590
317	NS 194448	345	NS 194478	373	NS 194506	401	NS 194534	429	NS 194562	457	NS 194591
318	NS 194449	346	NS 194479	374	NS 194507	402	NS 194535	430	NS 194563	458	NS 194592
319	NS 194450	347	NS 194480	375	NS 194508	403	NS 194536	431	NS 194564	459	NS 194593
320	NS 194451	348	NS 194481	376	NS 194509	404	NS 194537	432	NS 194565	460	NS 194594
321	NS 194452	349	NS 194482	377	NS 194510	405	NS 194538	433	NS 194566	461	NS 194595
322	NS 194453	350	NS 194483	378	NS 194511	406	NS 194539	434	NS 194567	462	NS 194596
323	NS 194454	351	NS 194484	379	NS 194512	407	NS 194540	435	NS 194568	463	NS 194597
324	NS 194455	352	NS 194485	380	NS 194513	408	NS 194541	436	NS 194569	464	NS 194598
325	NS 194457	353	NS 194486	381	NS 194514	409	NS 194542	437	NS 194570		
326	NS 194458	354	NS 194487	382	NS 194515	410	NS 194543	438	NS 194571		
327	NS 194459	355	NS 194488	383	NS 194516	411	NS 194544	439	NS 194572		
328	NS 194461	356	NS 194489	384	NS 194517	412	NS 194545	440	NS 194573		